



COMMONWEALTH OF KENTUCKY  
ELAINE N. WALKER, SECRETARY OF STATE

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Alison Lundergan Grimes  
Kentucky Secretary of State  
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1/6/2012 12:00 AM  
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Division of Business Filings  
Business Filings  
PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov

Certificate of Authority  
(Foreign Business Entity)

FBE

Pursuant to the provisions of KRS 14A and KRS 271B, 273, 274, 275, 362 and 386 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a : ☒ profit corporation (KRS 271B). ☐ nonprofit corporation (KRS 273). ☐ professional service corporation (KRS 274).  
☐ business trust (KRS 386). ☐ limited liability company (KRS 275). ☐ professional limited liability company (KRS 275).  
☐ limited partnership (KRS 362).

2. The name of the entity is Mercuria Energy America, Inc.

(The name must be identical to the name on record with the Secretary of State.)

3. The name of the entity to be used in Kentucky is (if applicable):

(Only provide if "real name" is unavailable for use; otherwise, leave blank.)

4. The state or country under whose law the entity is organized is Delaware

5. The date of organization is 06/26/2009 and the period of duration is Perpetual

(If left blank, the period of duration is considered perpetual.)

6. The mailing address of the entity's principal office is

5 Greenway Plaza, Suite 810 Houston TX 77046  
Street Address City State Zip Code

7. The street address of the entity's registered office in Kentucky is

400 West Market Street, Suite 1800 Louisville KY 40202  
Street Address (No P.O. Box Numbers) City State Zip Code

and the name of the registered agent at that office is National Registered Agents, Inc.

8. The names and business addresses of the entity's representatives (secretary, officers and directors, managers, trustees or general partners):

See Attachment

Name	Street or P.O. Box	City	State	Zip Code
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Name	Street or P.O. Box	City	State	Zip Code
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Name	Street or P.O. Box	City	State	Zip Code
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9. If a professional service corporation, all the individual shareholders, not less than one half (1/2) of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. I certify that, as of the date of filing this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.

11. If a limited partnership, it elects to be a limited liability limited partnership. Check the box if applicable: ☐

12. This application will be effective upon filing, unless a delayed effective date and/or time is provided.

The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is

(Delayed effective date and/or time)

Mark Greenberg, Secretary January 2, 2012  
Signature of Authorized Representative Printed Name & Title Date

National Registered Agents, Inc., consent to serve as the registered agent on behalf of the business entity.

Type/Print Name of Registered Agent

Joy Schroeder Asst. Secretary  
Signature of Registered Agent Printed Name Title

1/6/2012  
Date

**Mercuria Energy America, Inc.**

5 Greenway Plaza, Suite 810  
Houston, TX 77046

**Officers and Directors**

<b>Name</b>	<b>Title</b>	<b>Address</b>
Jeremy Taylor	President/Director	5 Greenway Plaza, Suite 810, Houston, TX 77046
Andrew Davis	Vice President/Director	5 Greenway Plaza, Suite 810, Houston, TX 77046
Mark Greenberg	Secretary	5 Greenway Plaza, Suite 810, Houston, TX 77046
Jarek Kozlowski	Treasurer	311 S. Wacker Drive, Suite 1700, Chicago, IL 60606
Jerry Jeske	Vice President	311 S. Wacker Drive, Suite 1700, Chicago, IL 60606